

The court incorporates by reference in this paragraph and adopts as the findings and orders of this court the document set forth below.



/S/ RUSS KENDIG

Russ Kendig
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:) Chapter 11
Flower Factory, Inc., et al.¹) Case No. 11-60406
Debtors.) (Jointly Administered)
) Judge Russ Kendig

**ORDER APPROVING SECOND AMENDED DISCLOSURE STATEMENT
RELATING TO SECOND AMENDED PLAN OF REORGANIZATION
OF DEBTORS AND DEBTORS IN POSSESSION**

This matter came to be considered on the July 7, 2011 hearing (the "Hearing") to consider the First Amended Disclosure Statement (as defined below), filed by debtors and debtors in possession Flower Factory, Inc., Flower Factory Online, Inc., ALEMIT Properties, LLC, Denbar, Inc., FF North Canton, Inc., F.F. Aurora, Inc., F.F./Cleveland, Inc., FF

¹ The Debtors in this case include Flower Factory, Inc., Case No. 11-60406, Flower Factory Online, Inc., Case No. 11-60408, ALEMIT Properties, LLC, Case No. 11-60411, Denbar, Inc., Case No. 11-60412, FF North Canton, Inc., Case No. 11-60414, F.F. Aurora, Inc., Case No. 11-60415, F.F./Cleveland, Inc., Case No. 11-60417, FF Greenwood, Inc., Case No. 11-60419, F.F. Mansfield, Inc., Case No. 11-60420, Mulqueen Importers, LLC, Case No. 11-60421, Mulqueen & Sons, LLC, Case No. 11-60423, Mulden, Inc., Case No. 11-60424, Mulqueen Holdings, Inc., Case No. 11-60425, and RAM Trucking, LLC, Case No. 11-60426.

Greenwood, Inc., F.F. Mansfield, Inc., Mulqueen Importers, LLC, Mulqueen & Sons, LLC, Mulden, Inc., Mulqueen Holdings, Inc., and RAM Trucking, LLC (collectively, the “Debtors”) in the above-captioned chapter 11 cases and the *Objection of the Official Committee of Unsecured Creditors to Plan of Reorganization of Debtors and Debtors-in-Possession and Disclosure Statement Relating to Plan of Reorganization* (the “Objection”).

The Court, having considered the First Amended Disclosure Statement, and the statements of counsel at the Hearing **FINDS AS FOLLOWS:**

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The venue of the Debtors' chapter 11 cases and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and Local Bankruptcy Rules.

B. On June 10, 2011, the Debtors filed with this Court the *Plan of Reorganization of Debtors and Debtors in Possession* (the “Plan”).

C. Also on June 10, 2011, the Debtors filed with this Court the Disclosure Statement Relating to Plan of Reorganization (*the "Disclosure Statement"*).

D. Counsel for the Debtors served the *Notice of Filing Disclosure Statement Relating to the Plan of Reorganization Sponsored by Debtors and Debtors in Possession* on: (a) the United States Trustee; (b) counsel to the Committee; (c) counsel Wells Fargo; (d) counsel for the Term Lenders; and (e) all other parties who have appeared and requested notice pursuant to Bankruptcy Rule 2002. Such limited notice is adequate under applicable law and Rules of the Court and is appropriate under the circumstances.

E. On June 13, 2011, this Court approved the *Notice of: (1) Approval of Disclosure Statement; (2) Hearing on Confirmation of Plan; (3) Deadline and Procedures for Filing*

Objections to Confirmation of Plan; and (4) Voting Deadline for Receipt of Ballots (the “Notice of Approval of Disclosure Statement”).

F. On July 6, 2011, the Debtors filed with this Court the First Amended Plan of Reorganization (the “First Amended Plan”).

G. Also on July 6, 2011, the Debtors filed with this Court the First Amended Disclosure Statement Relating to First Amended Plan of Reorganization (the “First Amended Disclosure Statement”).

H. On July 8, 2011, the Debtors filed with this Court the Second Amended Plan of Reorganization (the “Second Amended Plan”).

I. Also on July 8, 2011, the Debtors filed with this Court the Second Amended Disclosure Statement Relating to Second Amended Plan of Reorganization (the “Second Amended Disclosure Statement”).

J. The First Amended Plan and Second Amended Plan reflect modifications made to address concerns raised by the Committee, Wells Fargo, Term Lenders and Huntington.

K. The Court finds that the Second Amended Disclosure Statement may and should be approved as containing "adequate information" pursuant to section 1125(a) of the Bankruptcy Code.

Accordingly, it is hereby ORDERED that

1. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Second Amended Plan.

2. The Second Disclosure Statement is hereby approved as containing "adequate information" pursuant to section 1125(a) of the Bankruptcy Code.

3. The Objection, to the extent not withdrawn on the record at the Hearing, is overruled.
4. Within five (5) days after the entry of this Order, the following documents (the "Solicitation Materials") shall be mailed by disk or hardcopy to creditors, equity security holders, and other parties in interest and shall be transmitted to the United States Trustee, as provided in Rule 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"):
 - (i) the Second Amended Disclosure Statement
 - (ii) the Second Amended Plan of Reorganization with Ballot as appropriate;
 - (iii) a copy of this Order; and
 - (iv) the Notice of Approval of Disclosure Statement.

5. The Solicitation Materials also may include letters of support for the Second Amended Plan from the Debtors and the Committee.

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